



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

July 15, 1996

VIA FEDERAL EXPRESS

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO. 8235-f FILED 1425
JUL 22 1996 10 10 AM
INTERSTATE COMMERCE COMMISSION

JUL 22 10 03 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Bill of Sale dated as of July 2, 1996.

This is a secondary document.

Parties to this transaction are as follows:

TTX Company (Optionee)
101 North Wacker Drive
Chicago, Illinois 60606

Chrysler Capital Corporation (Owner Participant)
225 High Ridge Road
Stamford, CT 06905-3032

Bank of New York (Owner Trustee)
101 Barclay Street
New York, NY 10286

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
60', 70-ton capacity, hydraulic draft gear, standard level, multi- purpose flatcars.	FM	93	MTTX	98121 - 98136, 98138 - 98183, 98185 - 98215.

Mr. Vernon Williams

July 15, 1996

Page Two

Enclosed is our check in the amount of \$21.00 to cover filing fees.

Prior recordings to this Bill of Sale being recorded are as follows:

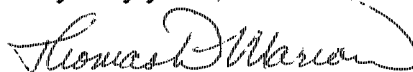
- 1) Manufacturing Agreement dated as of March 1, 1976, recorded on March 12, 1976, recordation number 8235.
- 2) Assignment of Manufacturing Agreement dated as of March 1, 1976, recorded on March 12, 1976, recordation number 8235 - A.
- 3) Equipment Trust Agreement dated as of March 1, 1976, recorded on March 12, 1976, recordation number 8235 - B.
- 4) Lease of Railroad Equipment dated as of March 1, 1976, recorded on March 12, 1976, recordation number 8235 - C.
- 5) Assignment of Lease and Agreement dated as of March 1, 1976, recorded on March 12, 1976, recordation number 8235 - D.
- 6) Letter Agreement dated March 26, 1976; Amendment Agreement dated as of March 1, 1976; and Trustee's Consent to Amendment of Lease dated as of March 1, 1976, recorded on April 15, 1976, recordation number 8235 - E.

A short summary of this Bill of Sale to appear in the Index is as follows:

" Bill of Sale covering 93 60', 70 - ton capacity, hydraulic draft gear, standard level, multi-purpose flatcars - MTTX, numbered 98121 - 98136, 98138 - 98183, 98185 - 98215.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mkh

Enclosures

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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

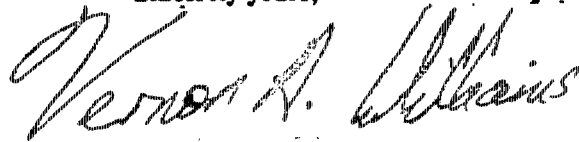
7/22/96

Thomas D. Marion
Treasurer
ITX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/22/96 at 10:10AM, and assigned recordation number(s). 8235-F.

Sincerely yours,

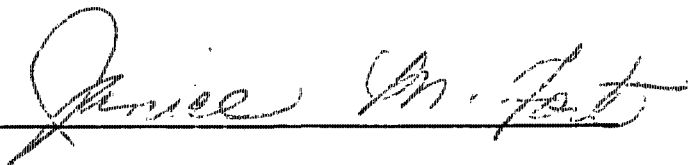


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



**TTX COMPANY
OFFICER'S CERTIFICATE**

I, Thomas D. Marion, Treasurer of TTX Company, DO HEREBY CERTIFY that the attached document is a true and correct copy of the original, executed Bill of Sale, dated as of July 2, 1996, by and between TTX Company ("Optionee"), Bank of New York ("Owner Trustee"), and Chrysler Capital Corporation ("Owner Participant").

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 19th day of July, 1996.



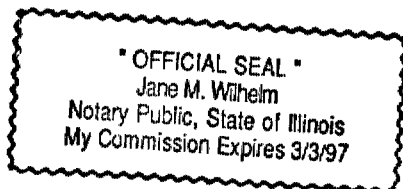


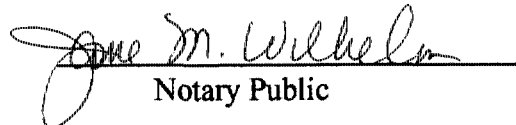
Thomas D. Marion
Treasurer

(Corporate Seal)

State of Illinois,)
) SS.:
County of Cook)

On this 19th day of July, 1996, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY and that the seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.




Notary Public

(Notarial Seal)

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REPRODUCTION NO. 8235 FILE 1425

JUL 2 2 1996 10 10 AM

BILL OF SALE

Chrysler Capital Corporation, fka Chrysler Capital Lease Services, Inc., ("CCap") for itself, as owner participant, and for and on behalf of The Bank of New York, not in its individual capacity, but solely as owner trustee for CCap, successor trustee to Mercantile-Safe Deposit and Trust Company, (the "Owner Trustee") pursuant to Section 4.04 of the Equipment Option Agreement dated as of December 18, 1986 by and between the Owner Trustee as Optionor and Trailer Train Company, nka TTX Company as Optionee, for and in consideration of the sum of \$343,344.77, the receipt of which is hereby acknowledge, hereby sells, transfers and assigns to Optionee such title to those certain Units of Equipment described on Exhibit A attached hereto as the Owner Trustee derived from the Manufacturer thereof, free and clear of all liens, security interests, and other encumbrances arising through CCap or the Owner Trustee.

THE EQUIPMENT IS SOLD "AS IS, WHERE-IS", AND EXCEPT AS OTHERWISE SPECIFICALLY SET FORTH HEREIN TO THE CONTRARY, WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND, EXPRESS OR IMPLIED, BY DESCRIPTION OR OTHERWISE, INCLUDING WITHOUT LIMITATION, WITH RESPECT TO THE EXISTENCE, THE CONDITION, THE MERCHANTABILITY, OR THE FITNESS OF THE EQUIPMENT FOR A PARTICULAR PURPOSE ALL OF WHICH ARE HEREBY EXPRESSLY DISCLAIMED.

Optionee shall hold harmless and indemnify CCap and Owner Trustee from and against (i) all taxes and imposts, including without limitation, title and transfer fees, if any, arising by reason of the sale and purchase of the Equipment, other than any taxes which are on, based on, or measured by the net income of CCap or the Owner Trustee (ii) all claims, liabilities, losses and costs alleged against or incurred by CCap or Owner Trustee, including claims for property damage, personal injury or death to Optionee and/or third parties, arising out of the ownership, use or possession of the Equipment or otherwise, imposed upon, incurred or directed against CCap or Owner Trustee.

This Bill of Sale is issued pursuant to the provisions of that certain Equipment Option Agreement referred to hereinabove, and in the event of any conflict, the provisions of the Equipment Option Agreement shall control.

IN WITNESS WHEREOF, this Bill of Sale to be executed the 2nd day of July, 1996.

Bank of New York,
not in its individual capacity,
but solely as Owner Trustee

By: 

Title: MARY LA GUMINA
ASSISTANT VICE PRESIDENT

CHRYSLER CAPITAL CORPORATION,
as Owner Participant

By: 

Title: Richard G. Neptune
Vice President

JUN-28-1996 12:29

TTX FINANCE

P.02

EQUIPMENT SCHEDULE

<u>TYPE</u>	<u>QUANTITY</u>	<u>UNIT COST</u>	<u>CAR NUMBERS (INCLUSIVE)</u>
<u>Thrall Car Manufacturing Company</u>			
60', 70-ton capacity, hydraulic draft gear, standard level, multi- purpose flat car, MTTX	16	\$ 30,765.66	98121-98136
	46	30,765.66	98138-98183
	31	30,765.66	98185-98215
Total	93	\$2,861,206.38	

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